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**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

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FragranceNet.com, Inc.,

Plaintiff,

v.

CV 06 2225 (JFB) (AKT)

FragranceX.com, Inc.,

Defendant.

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**DECLARATION OF DONALD E. MORRIS, ESQ.
IN SUPPORT OF FRAGRANCEX.COM, INC.'S MOTION FOR A
PROTECTIVE ORDER PURSUANT TO FED.R.CIV.PRO. RULE 26(C)**

I, Donald E. Morris, Esq., declare under penalty of perjury that:

1. I am a member of the bar of the State of New York and the United States District Court for the Eastern District of New York and am an associate at Dozier Internet Law, P.C., 11520 Nuckols Road, Suite 101, Glen Allen, VA 23059, counsel for Defendant FragranceX.com, Inc. ("FragranceX") in this matter.

2. I submit this declaration and the following exhibits in support of Defendant's Motion for a Protective Order pursuant to Fed.R.Civ.Pro. Rule 26(c) prohibiting Dennis T. Apfel, Esq., CEO, CFO and Chairman of the Board of Plaintiff, FragranceNet.com, Inc. ("FragranceNet") and any other persons other than counsel of record in this case, from in any

way, receiving and/or viewing documents and any other information marked or designated by FragranceX as “Confidential Information Attorneys’ Eyes Only” or the like.

- a. Attached hereto as **Exhibit “A”** is a true and accurate copy of the “Stipulation and Order Governing the Production of Documents and Information” so-ordered by the Court on October 30, 2008;
- b. Attached hereto as **Exhibit “B”** is a true and accurate copy of Ron Yakuel’s declaration sworn to on July 24, 2009;
- c. Attached hereto as **Exhibit “C”** is a true and accurate copy of an employment agreement between FragranceNet and Dennis Apfel dated September 30, 2003;
- d. Attached hereto as **Exhibit “D”** is a true and accurate copy of Dennis Apfel’s affidavit dated May 4, 2007 in support of Plaintiff’s Motion for Leave to Amend;
- e. Attached hereto as **Exhibit “E”** is a true and accurate copy of Dennis Apfel’s reply declaration dated June 18, 2009 in support of Plaintiff’s Renewed Motion for Leave to Amend;
- f. Attached hereto as **Exhibit “F”** is a true and accurate copy of FragranceNet’s 2003 Annual Report filed with the Securities and Exchange Commission on June 29, 2004; and
- g. Attached hereto as **Exhibit “G”** is a true and accurate copy of employment agreements between FragranceNet and Eric and Jason Apfel dated September 30, 2003.

3. For the reasons stated in the accompanying Memorandum of Points and Authorities, it is respectfully submitted that Defendant's Motion be granted in its entirety, together with such other and further relief to FragranceX as this Court deems just and proper.

Executed this 24th day of July, 2009, at Glen Allen, Virginia. I declare under penalty of perjury that the forgoing is true and correct.

/s/ Donald E. Morris, Esq. _____
Donald E. Morris